

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
:
SEARS HOLDINGS CORPORATION, et al., :
:
Debtors.¹ :
:
-----x

**AFFIDAVIT AND DISCLOSURE STATEMENT OF DENNIS L. ALLEN,
ON BEHALF OF EVERSHEDS SUTHERLAND (US) LLP**

STATE OF _____)
) s.s.: *District of Columbia*
COUNTY OF _____)

Dennis L. Allen, being duly sworn, upon his oath, deposes and says as follows:

1. I am a Partner of Eversheds Sutherland (US) LLP, located at 700 Sixth Street, NW Suite 700 Washington, D.C. 20001 (the "Firm").

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide regulatory legal advice services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following: rendering legal advice to the Debtors concerning the regulation of (i) the marketing, sale, and administration of extended service contracts providing coverage for preventative maintenance and repair/replacement on consumer products and (ii) the issuers of those contracts.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

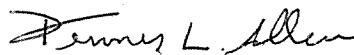
5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm, or attorneys contracting with the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$22,510 in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on December 5, 2018, at 700 6th Street, NW, Suite 700, Washington, DC 20001.

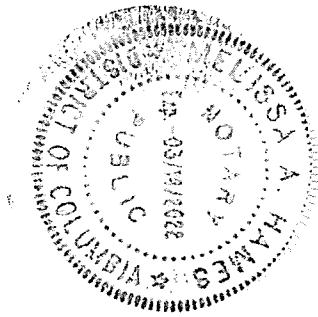


Dennis L. Allen

SWORN TO AND SUBSCRIBED before
Me this 5 day of December, 2018

Melissa A. Hames
Notary Public

MELISSA A. HAMES
Notary Public, District of Columbia
My Commission Expires March 14, 2022



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	Chapter 11
	:
	Case No. 18-23538 (RDD)
	:
Debtors. ¹	(Jointly Administered)
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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

Dennis L. Allen
Eversheds Sutherland (US) LLP
700 Sixth Street, NW
Suite 700
Washington, DC 20111

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2. Date of retention: Sears Holding Corporation originally retained the Firm in May 2012. Debtors have requested retention of the Firm for post-petition services starting October 15, 2018.
3. Type of services to be provided: Regulatory legal advice
4. Brief description of services to be provided: Rendering legal advice to the Debtors concerning the regulation of (i) the marketing, sale, and administration of extended service contracts providing coverage for preventative maintenance and repair/replacement on consumer products and (ii) the issuers of those contracts.
5. Arrangements for compensation (hourly, contingent, etc.): Fees based on hourly billing rate per attorney and time spent rendering services.
 - (a) Average hourly rate (if applicable): Fees based on hourly billing rate per attorney. The simple average of the hourly rates of the attorneys who have provided regulatory legal services to the Debtors is \$625 per hour.
 - (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition): \$20,000

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$22,510

Date claim arose: June 22, 2018 through October 14, 2018.

Nature of claim: Fees and expenses for prepetition services

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: None of which I am aware

Status: N/A

Amount of claim: N/A

Date claim arose: N/A

Nature of claim: N/A

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed: None of which I am aware.

9. Name and title of individual completing this form: Dennis L. Allen, Partner

Dated: December 5, 2018